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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

March 2, 1995

RECORDATION NO. 17892-6 FILED 1425

MAR 2 1995 -11 15 AM

INTERSTATE COMMERCE COMMISSION

LICENSING BRANCH

RECEIVED  
OFFICE OF THE  
SECRETARY  
MAR 2 11 12 AM '95

Mr. Vernon A. Williams  
Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two (2) copies of a Memorandum of Master Equipment Lease Agreement (with Lease Schedule No. 809 attached), dated as of February 28, 1995; a secondary document as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177.

The enclosed document relates to the Memorandum of Master Equipment Lease Agreement No. 1801174, dated as of April 24, 1992, which was recorded with the Commission under Recordation Number 17892.

The names and addresses of the parties to the enclosed document are:

Lessor: Pitney Bowes Credit Corporation  
201 Merritt Avenue  
Norwalk, Connecticut 06856

Lessee: ConAgra, Inc.  
One ConAgra Drive  
Omaha, Nebraska 68102

A description of the railroad equipment covered by the enclosed documents is set forth on Exhibit A attached to Schedule No. 809.

Country - King J. Bartman - 1

Mr. Vernon A. Williams  
March 2, 1995  
Page 2

Also enclosed is a check in the amount of \$21.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/bg  
Enclosures



Washington, D.C. 20423-0001

Office Of The Secretary

3/2/95

Robert W. Alvord  
Alvord And Alvord  
918 Sixteenth St., NW., Ste. 200  
Washington, DC. 20006-2973

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 3/2/95 at 11:15AM, and assigned recordation number(s). 17892-G.

Sincerely yours,

Vernon A. Williams  
Secretary

Enclosure(s)

(0100545028)

\$ 21.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature

MAR 2 1995 - 11 15 AM

**MEMORANDUM  
OF MASTER EQUIPMENT LEASE AGREEMENT** STATE COMMERCE COMMISSION

On the date hereof, the parties hereto entered into that certain Master Equipment Lease Agreement No. 1801174 (the "Lease Agreement") dated as of April 24, 1992, and that certain Lease Schedule No. 809 attached and incorporated by reference thereto, by and between Pitney Bowes Credit Corporation ("Lessor"), having a place of business located at 201 Merritt Seven, Norwalk, Connecticut 06856-5151, and ConAgra, Inc. ("Lessee"), having its principal place of business located at One Conagra Drive, Omaha, Nebraska 68102, pursuant to which Lessor has leased to Lessee the Equipment described on Exhibit A hereto, subject to the terms and conditions of said Lease Agreement. *Just*

IN WITNESS WHEREOF, each of the undersigned pursuant to due corporate authority has caused this Memorandum to be duly executed in its respective corporate name by an officer duly authorized and hereby declares pursuant to 28 U.S.C. 1746 under penalty of perjury that this Memorandum is a true and correct document and was executed as of this 28<sup>th</sup> day of February, 1995.

**PITNEY BOWES CREDIT CORPORATION**

BY: *Michael J. Feyh*

ITS: MICHAEL J. FEYH  
Vice President  
Credit/Operations

**CONAGRA, INC.**

BY: *J. P. O'Donnell*

ITS: Vice President-Finance  
and Treasurer

EXHIBIT A

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One Hundred and Fifty Three (153) Trinity 25,498 Gallon Coiled and Insulated Railroad Tank Cars 110 1/4 ID, DOT 111A100W1, Model 30-255-5 with reporting marks CAGX 950000 to and including CAGX 950152.

CORPORATE FORM OF ACKNOWLEDGEMENT

State of Connecticut    )  
                                  )    SS:  
County of Fairfield     )

On this 28<sup>th</sup> day of February, 1995, before me personally appeared Michael J. Levh, to me personally known, who being by me duly sworn, says that he is the Vice President Credit/Operations of Pitney Bowes Credit Corporation, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

*Lida Velazquez*  
Signature of Notary Public

My commission expires October 31, 1999

Seal

CORPORATE FORM OF ACKNOWLEDGEMENT

State of )  
County of ) SS:

On this 28<sup>th</sup> day of February, 1995, before me personally appeared J. P. O'Donnell, to me personally known, who being by me duly sworn, says that he is the Vice President - Finance & Treasurer of ConAgra, Inc., that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Jill R. Whaley  
Signature of Notary Public

My commission expires August 3, 1997

Seal

